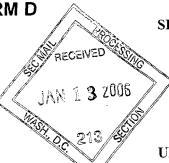
# **FORM D**



## UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number:

3235-0076

Expires:

April 30, 2008

Estimated average burden hours per response.....16.00

SEC USE ONLY



*	06020990 .
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series D-5 Preferred Stock Financing	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506  Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	PRACES
1. Enter the information requested about the issuer  Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Movaz Networks, Inc.	FEB 1 0 2008
Address of Executive Offices (Number and Street, City, State, Zip Code)  1 Technology Parkway South, Norcross, GA 30092	Telephone Number (Including Area Code) (678) 728-8700
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) (same)	Telephone Number (Including Area Code) (same)
Brief Description of Business Provider of optical networks	
Type of Business Organization  Corporation  Iimited partnership, already formed  business trust  Iimited partnership, to be formed  other	r (please specify):
Actual or Estimated Date of Incorporation or Organization:    Month   Year	=•
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D of 77d(6).	r Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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A. BASIC IDENTIFICATION DATA	
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership</li> <li>Each general and managing partner of partnership issuers.</li> </ul>	of equity securities of the issuer; issuers; and
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Khosravi, Bijan	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1 Technology Parkway South, Norcross, GA 30092	
Check Box(es) that Apply:	General and/or Managing Partner
Full Name (Last name first, if individual)	
Farhan, Fariborz	,
Business or Residence Address (Number and Street, City, State, Zip Code)	
1 Technology Parkway South, Norcross, GA 30092	
Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Menlo Ventures	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3000 Sand Hill Road, Building 4, Suite 100, Menlo Park, CA 94025	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Worldview Technology Partners	
Business or Residence Address (Number and Street, City, State, Zip Code)	
435 Tasso Street, Suite 120, Palo Alto, CA 94301	
Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Jazuc Partners, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1 Technology Parkway South, Norcross, GA 30092	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Oak Investment Partners	
Business or Residence Address (Number and Street, City, State, Zip Code)	
One Gorham Island, Westport, CT 06880	
Check Box(es) that Apply:	General and/or Managing Partner
Full Name (Last name first, if individual)	
Meritech Capital Partners	
Business or Residence Address (Number and Street, City, State, Zip Code)	
285 Hamilton Avenue, Suite 200, Palo Alto, CA 94301	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	

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Check Box(es) that Apply:	Pro	omoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individua <b>l</b>	1)								
Comcast Interactive Capita	l, LP									
Business or Residence Addre										
1105 N. Market Street, Suit	e 1154, Wi	ilmington, I	DE 1	9801						
Check Box(es) that Apply:		omoter	⊠ —	Beneficial Owner		Executive Officer	⊠ ——	Director		General and/or Managing Partner
Full Name (Last name first, it	f individual	1)								
Calhoun, Hal						<u> </u>				
Business or Residence Addre	•		-	-						
Menlo Ventures, 3000 Sand					, CA				<u> </u>	
Check Box(es) that Apply:		omoter	⊠ —–	Beneficial Owner	_ 	Executive Officer	⊠ ——	Director		General and/or Managing Partner
Full Name (Last name first, in Glassmeyer, Edward F.	f individual	1)								
Business or Residence Addre Oak Investment Partners, O				· -						
Check Box(es) that Apply:	Pro	omoter	$\boxtimes$	Beneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
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Check Box(es) that Apply:	Promo	ter	Beneficial Owner	$\boxtimes$	Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)							
Savini, Thomas G.								 
Business or Residence Address	ss (Number an	d Street, Cit	y, State, Zip Code)		•			
1 Technology Parkway Sout	h, Norcross,	GA 30092	-					
Check Box(es) that Apply:	Promo	ter 🔲	Beneficial Owner	$\boxtimes$	Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, if Taghizadeh, Farzad	`individual)							
Business or Residence Address	ss (Number an	d Street, Cit	y, State, Zip Code)					
1 Technology Parkway Sout								
Check Box(es) that Apply:	Promo		Beneficial Owner	$\boxtimes$	Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, if Macias, Jose F.	individual)							
Business or Residence Address	ss (Number an	d Street. Cit	v. State, Zip Code)					 
650 Page Mill Road, Palo Al	·		<i>y</i> , <i>Daile</i> , <i>Dip Code</i>					
Check Box(es) that Apply:	Promo		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		ender om Betriken der Electronische Antonio der Antonio					
Business or Residence Address	ss (Number an	d Street, Cit	y, State, Zip Code)					
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Full Name (Last name first, if	individual)							
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Full Name (Last name first, if	individual)							) · · · · · · · · · · · · · · · · · · ·
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Full Name (Last name first, if	individual)							
Business or Residence Addres	ss (Number an	d Street, Cit	y, State, Zip Code)					
Check Box(es) that Apply:	Promo		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)							
Business or Residence Address	ss (Number an	d Street, Cit	y, State, Zip Code)					 
	(Us	e blank shee	t, or copy and use ad	ditiona	al copies of this shee	t, as n	ecessary)	

				В.	INFOR	MATION A	ABOUT OF	FERING				
1. Has the	e issuer sold.	or does the is	suer intend t	o sell, to nor	n-accredited i	investors in t	his offering?				Yes	No ⊠
	Answer also in Appendix, Column 2, if filing under ULOE.											
2. What is	s the minimu	m investment	that will be	accepted fro	m any indivi	dual?					\$	N/A
<ol> <li>Does th</li> </ol>	ne offering pe	ermit joint ow	nership of a	single unit?		.,		***************************************			Yes	No ⊠
4. Enter th	ne informatio	n requested fo	or each perso	n who has be	en or will be	paid or given	, directly or i	indirectly, any	y commissio	n or similar		
								f a person to b name of the b				
than fiv	e (5) persons	to be listed a	are associated	l persons of	such a broker	or dealer, yo	ou may set fo	orth the inform	nation for the	at broker or		
dealer of Full Name (I	only. Last name fir	st, if individu	ıal)			<u> </u>						
N/A			•									
Business or I	Residence Ac	ldress (Numb	per and Street	t, City, State	, Zip Code)							
Name of Ass	sociated Brok	er or Dealer										
States in Wh	ich Person L	isted Has Sol	icited or Inte	nds to Solic	it Purchasers							
(Check "A	All States" or	check individ	duals States)								□ A	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
	D. IPO	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
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[MT] [RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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[RI]		[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[rk]
[RI] Full Name (I	[SC]	[SD] st, if individu	[TN]			[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[FK]
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_	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\$\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ 0	\$ 0
	Equity	\$ 21.220.067.61	\$ 20,518,096.60
	☐ Common ☒ Preferred*		
	Convertible Securities (including warrants)	\$ 0	\$ 0
	Partnership Interests		\$ 0
	Other (Specify)		\$ 0
	Total		\$ 20,518,096.60
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchase
	Accredited investors	7	\$ 20,518,096.60
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	N/A	\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$ N/A
	Regulation A	N/A	\$ N/A
	Rule 504	N/A	\$ N/A
	Total		\$ N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		<u> </u>
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs		\$0
	Legal Fees	$\boxtimes$	\$50,000
	Accounting Fees		\$0
	Engineering Fees		\$0
	Sales Commissions (specify finders' fees separately)		\$0
	Other Expenses (identify)		\$0
	Total	$\boxtimes$	\$50,000
* S	eries D-5 Preferred Stock is convertible, in certain circumstances, into common stock or another series of preferred sto	ck	

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Payments to Officers, Directors & Payments To Affiliates  Officers, Directors & Payments To Others  Salaries and fees	C. OFFERI	ING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF	PROCEEDS	
the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above.    Payments to Officers, Directors & Affiliates	total expenses furnished in response to F	Part C - Question 4.a. This difference is the "adjusted gross	I		\$ <u>21,170,067.61</u>
Salaries and fees	the purposes shown. If the amount for an left of the estimate. The total of the pay	ny purpose is not known, furnish an estimate and check the box to to ments listed must equal the adjusted gross proceeds to the issuer s	the		
Purchase of real estate			Officers	s, Directors &	
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees		. 🔲 \$	0	S0
Construction or leasing of plant buildings and facilities	Purchase of real estate		. 🗆 \$	0	S0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S O S O S O S O S O S O S O S O S O S	Purchase, rental or leasing and installati	on of machinery and equipment	. 🗆 \$	0	S0
used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness	Construction or leasing of plant building	gs and facilities	. 🗆 \$	0	\$0
Working capital	Acquisition of other businesses (includi used in exchange for the assets or secur	ng the value of securities involved in this offering that may be ities of another issuer pursuant to a merger)	. 🗆 <b>s</b>	0	<b>\$</b> 0
Other (specify):	Repayment of indebtedness	·	. 🔲 \$ <u> </u>	0	<b>S</b> 0
Total Payments Listed (column totals added)	Working capital		. 🗆 s	0	<b>∑</b> \$ <u>21,170,067.61</u>
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any not accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Movaz Networks, Inc.  Signature  Date  January 12, 2006	Other (specify):		. 🗆 s	0	<b>S</b> 0
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any not accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Movaz Networks, Inc.  Date  January 12, 2006  Title of Signer (Print or Type)	Column Totals		. 🔲 \$	0	<b>∑</b> \$ <u>21,170,067.61</u>
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any not accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Movaz Networks, Inc.  Signature  Date  January 12, 2006  Title of Signer (Print or Type)	Total Payments Listed (column to	tals added)			70,067.61
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any not accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Movaz Networks, Inc.  Date  January 12, 2006  Name of Signer (Print or Type)  Title of Signer (Print or Type)		The state of the s			
undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any not accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Movaz Networks, Inc.  Signature  Date  January 12, 2006  Title of Signer (Print or Type)		D. FEDERAL SIGNATURE			
Movaz Networks, Inc.  Name of Signer (Print or Type)  Title of Signer (Print or Type)  January 12, 2006	undertaking by the issuer to furnish the U.S. Se	curities and Exchange Commission, upon written request of its staff,			
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